

CERTIFICATE OF MERGER  
OF  
CONNECTU, LLC, a Delaware Limited Liability Company  
INTO  
CONNECTU, INC., a Connecticut Corporation

(pursuant to Section 33-815 of the Connecticut General Statutes)

Pursuant to the provisions of the Connecticut General Statutes, the undersigned, manager of ConnectU, LLC, a Delaware limited liability company and President and Secretary of ConnectU, Inc., a Connecticut corporation, hereby certify:

FIRST: That the names of the constituent corporations are ConnectU, Inc., a Connecticut corporation (herein the "Corporation") and ConnectU, LLC a Delaware limited liability company (herein the "LLC"), and that the name of the surviving corporation is ConnectU, Inc, a Connecticut corporation.

SECOND: That the Certificate of Incorporation of ConnectU, Inc. shall not be amended.

THIRD: That the Agreement and Plan of Merger by and between the LLC and, the Corporation (the "Plan") was approved and adopted by the unanimous written consent of the members of the LLC in accordance with the laws of the State of Delaware and by the shareholders and the Board of Directors of the Corporation in accordance with the laws of the State of Connecticut. The Plan as so approved and adopted is on file at the principal office of the Corporation which is located at 500 West Putnam Avenue, Greenwich CT 06830, and the Corporation shall furnish a copy of the Plan, on request and without cost, to any shareholder of the Corporation and/or any member of the LLC.

FOURTH: That the Plan was required to be approved by the shareholders of the Corporation by the vote of at least two-thirds of all outstanding shares of each class of securities of such corporation entitled to vote thereon, and such shareholders so approved the Plan by unanimous written consent.

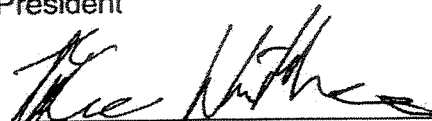
FIFTH: That the Plan was required to be approved by the members of the LLC and such members so approved the Plan by unanimous written consent.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of false statement, this 12th day of June, 2006.

ConnectU, Inc.



\_\_\_\_\_  
President



\_\_\_\_\_  
Secretary

ConnectU, LLC



\_\_\_\_\_  
Manager

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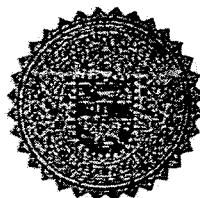
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONNECTU, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "CONNECTU, INC." UNDER THE NAME OF "CONNECTU,  
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF  
THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE  
THE THIRTEENTH DAY OF JUNE, A.D. 2006, AT 12:39 O'CLOCK P.M.



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060568658

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4824092

DATE: 06-13-06

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:58 PM 06/13/2006  
FILED 12:39 PM 06/13/2006  
GRV 060558558 - 2780819 FILE

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: The name of the surviving Corporation is ConnectU, Inc., a Foreign corporation.

SECOND: The jurisdiction in which this Corporation was formed is the state of Connecticut.

THIRD: The name of the Limited Liability Company being merged into the Corporation is ConnectU, LLC, a Delaware Limited Liability Company.

FOURTH: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

FIFTH: The name of the surviving foreign Corporation is ConnectU, Inc.

SIXTH: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 500 West Putnam Avenue, Greenwich CT, 06830.

SEVENTH: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

EIGHTH: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 500 West Putnam Ave, Greenwich CT 06830.

C0011589

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 12th day of June, 2006.

ConnectU, Inc.

By:   
its President CAMERON WINKLEVOS

C0011590

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: The name of the surviving Corporation is ConnectU, Inc., a Foreign corporation.

SECOND: The jurisdiction in which this Corporation was formed is the state of Connecticut.

THIRD: The name of the Limited Liability Company being merged into the Corporation is ConnectU, LLC, a Delaware Limited Liability Company.

FOURTH: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

FIFTH: The name of the surviving foreign Corporation is ConnectU, Inc.

SIXTH: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 500 West Putnam Avenue, Greenwich CT, 06830.

SEVENTH: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

EIGHTH: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 500 West Putnam Ave, Greenwich CT 06830.

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 12th day of June, 2006.

ConnectU, Inc.

By:   
Its President CAMERON WINKLEVOS

C0011592

PLAN AND AGREEMENT OF MERGER OF  
CONNECTU, LLC, A DELAWARE LIMITED LIABILITY COMPANY  
INTO  
CONNECTU, INC, A CONNECTICUT CORPORATION

This AGREEMENT AND PLAN OF MERGER is made and entered into as of the 23<sup>rd</sup> day of May, 2006 by and between ConnectU, LLC, a Delaware limited liability company (herein the "LLC"), and ConnectU, Inc, a Connecticut corporation (herein the "Corporation").

WITNESSETH:

WHEREAS, the authorized capital stock of the Corporation consists of 10,000 shares of common stock, no par value, of which 100 shares were issued and outstanding as of May 23, 2006;

WHEREAS, the LLC has four members who, collectively, held all of the outstanding membership interest as of May 23, 2006;

WHEREAS, the respective Board of Directors of the Corporation and the manager of the LLC have deemed it advisable and to the advantage of the two entities that the LLC merge into the Corporation upon the terms and conditions herein provided;

WHEREAS, The parties here to intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Board of Directors of the Corporation and the manager and members of the LLC have approved this Agreement and Plan of Merger and have directed that this Agreement and Plan of Merger be submitted to a vote of the shareholders of the Corporation and members of LLC, respectively.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Corporation and the LLC hereby agree to merge in accordance with the following plan:

1. Plan of Merger. The LLC shall be merged with and into the Corporation, which shall survive the merger, all as, and with the effect, provided by the Connecticut Business Corporation Law, the Delaware Corporation Law, and this Agreement and Plan of Merger. As soon as practicable after the shareholders of the Corporation and the members of the LLC shall approve this Agreement and Plan of Merger, (a) an appropriate Certificate of Merger shall be signed, verified and delivered for filing with the Secretary of the State of Connecticut, and (b) an appropriate Certificate of Merger shall



be signed, verified and delivered for filing with the Delaware Department of State.

2. Names of Constituent Corporations.

A. The names of the constituent entities are ConnectU, Inc., a Connecticut corporation, and ConnectU, LLC, a Delaware limited liability company.

B. The name of the surviving corporation is ConnectU, Inc., the Connecticut corporation.

3. Shares of Constituent Corporations. As to each constituent entity, the designation and number of outstanding shares and/or membership interests of each class and series and the voting rights are:

ConnectU, Inc., a Connecticut corporation:

<u>Outstanding Shares</u>	<u>Class/ Series</u>	<u>Entitled to Vote</u>
100 shares	one class, all common	100 shares

ConnectU, LLC., a Delaware limited liability company:

<u>Outstanding Membership Interests</u>	<u>Class</u>	<u>Entitled to Vote</u>
4	one class	4

4. Terms and Conditions of Proposed Merger. The terms and conditions of the proposed merger are as follows:

A. All assets and liabilities of the LLC shall merge into and become part of the Corporation with the Corporation being the surviving entity (herein "Surviving Corporation"). The shareholders and members of both entities are identical, both as to ownership and identity, before the merger and shall remain so immediately after the merger.

B. At and after the execution of this Agreement, the Corporation shall possess all the rights, privileges, immunities and franchises, as of public and private nature, of each of the merging entities; and all property, real, personal and mixed, and all debts due the LLC on whatever account, and all other choses in action, and all and

every other interest of or shall be taken and transferred to and vested in the Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of such entity shall not prevent or be in any way impaired by reason of the merger.

5. Bylaws and Annual Meeting of Surviving Corporation. The bylaws of the Surviving Corporation, as they shall exist on the effective date of the merger, shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided herein. The first annual meeting of the shareholders of the Surviving Corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the bylaws thereof for the year 2006.

6. Meeting of the Board of Directors; Officers. The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the bylaws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their successors.

7. Manner and Basis of Converting Shares of the Merged Corporation Into Shares of the Surviving Corporation. The manner and basis of converting membership interests in the merged LLC into shares of the Surviving Corporation shall be as follows:

Each member's membership interest in the LLC, measured as a percentage of all outstanding membership interests, outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be converted into, and become exchanged for one (1) common share of the Corporation for each one percent membership interest, and each holder of such membership interests in the LLC shall thereafter be entitled, upon presentation for surrender to the Surviving Corporation or its agent, of the certificate(s) representing such membership interest, to receive in exchange therefor a certificate(s) representing the shares of fully paid and nonassessable common shares of the Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

8. Miscellaneous Provisions

A. Adoption by Shareholders. This plan shall be submitted to the respective shareholders and members of the constituent entities as provided by law for

the adoption thereof by the requisite votes of the shareholders and members of each of the constituent entities as provided by law.

B. Effect of Merger. When a certificate of merger shall have been filed with the Department of State, as required by the Corporation Law of the State of Delaware, and with the Connecticut Secretary of State, as required by the Connecticut Business Corporation Act, the separate existence of the LLC shall cease and shall be merged in accordance with the provisions of this plan into the Corporation which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the constituent entities, and all the property, real and personal including subscriptions for shares, causes of action and every other asset of each of the constituent entities, shall vest in such surviving Corporation without further act or deed, except that if such surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors, officers, and/or managers of either constituent entity shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; said surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent entities. No liability or obligation due or to become due, claim or demand for any cause existing against either entity, or any shareholder, officer, director, member and/or manager thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Corporation may be substituted in such action.

C. Expenses of Merger. The Corporation shall pay all of the expenses of carrying this plan into effect and of accomplishing the merger.

D. Counterparts. For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

9. Certificate of Incorporation of Surviving Corporations. The certificate of incorporation of the Surviving Corporation is to contain the following amendments and changes: none.


10. Shareholder and Director Approval. The foregoing plan has been duly approved by the respective board of directors and/or manager of each constituent entity on the date set forth below.

WITNESS OUR HANDS this 23 day of May, 2006.

ConnectU, Inc.

By:   
Its President

ConnectU, LLC

By:   
Its Manager

PlanOfMerger